

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): 21- Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name GBG USA Inc.

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 94-3032467

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>350 Fifth Ave</u>	
	Number Street	Number Street
	<u>10th Floor</u>	
	<u>New York NY 10118</u>	P.O. Box
	City State ZIP Code	City State ZIP Code
	<u>Manhattan</u>	Location of principal assets, if different from principal place of business
	County	<u>See Attachment A</u>
		Number Street
		City State ZIP Code

5. Debtor's website (URL) https://www.globalbrandsgroup.com

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
4243

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11.

Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No

- ☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No
☒ Yes. Debtor See Attachment A Relationship Affiliate
District Southern District of New York When Date Hereof
Case number, if known Pending MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ ZIP Code _____

Is the property insured?

☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:
☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors*

☐ 1-49 ☒ 1,000-5,000 ☐ 25,001-50,000
☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000
☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000
☐ 200-999

15. Estimated assets*

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities*

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

* Information provided on a consolidated basis and based on financial statements as of June 30, 2021 (with pro forma adjustments to account for prepetition asset sales relating to Spyder and Frye brands).

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 7/29/2021
 MM / DD / YYYY

X /s/ Mark Caldwell
 Signature of authorized representative of debtor
 Title Chief Financial Officer

Mark Caldwell
 Printed name

18. Signature of attorney

X /s/ Rachel C. Strickland
 Signature of attorney for debtor

Date 7/29/2021
 MM / DD / YYYY

Rachel C. Strickland, Esq.
 Printed name

Willkie Farr & Gallagher LLP
 Firm name

787 Seventh Avenue
 Number Street

New York
 City

NY 10019
 State ZIP Code

212-728-8000
 Contact phone

rstrickland@willkie.com
 Email address

2964294
 Bar number

New York
 State

ATTACHMENT A TO VOLUNTARY PETITION

1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor

On the date hereof, each of the entities below (collectively, the “**Debtors**”) filed a Petition in the United States Bankruptcy Court for the Southern District of New York for relief under chapter 11 of title 11 of the United States Code.

GBG North America Holdings Co., Inc.
GBG USA Inc.
Jimlar Corporation
Homestead International Group Ltd.
IDS USA Inc.
MESH LLC
Frye Retail, LLC
Krasnow Enterprises, Inc.
Krasnow Enterprises Ltd.
Pacific Alliance USA, Inc.
GBG Spyder USA LLC

Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Location of the Debtors’ Principal Assets (on a Consolidated Basis)

- a) The Debtors’ headquarters is located in New York City at 350 Fifth Avenue, New York, NY 10118.
- b) The Debtors’ funded debt is governed by New York law and provides for venue in non-bankruptcy matters in New York.
- c) The Debtors maintain bank accounts in New York City.
- d) The Debtors have funded retainers for certain professionals held in bank accounts located in New York City.
- e) The Debtors maintain additional places of business at the following locations:

Address	
1961 Chain Bridge Road, STE 105 McLean, VA 22182	2047 Fillmore Street San Francisco, CA 94115
11701 Domain Blvd., Storage Austin, TX 78758	401 11th Avenue South, #143 Nashville, TN 37203
200 Fillmore St. Unit 108 AKA - 2929 East 2nd Avenue Denver, CO 80206	144 Fifth Avenue (Flatiron) New York, NY 10011
4400 Sharon Rd., Room E04D Charlotte, NC 28211	2618 Northeast University Village St. Seattle, WA 98105
114 Summit at Fritz Farm Ln., Ste. 120 Lexington, KY 40517	26635 Pioneer Avenue Redlands, CA 92374
4725 Walnut St., Tierra Business Centre Boulder, CO 80301	284 Newbury Street Boston, MA 02115
113 Spring St. New York, NY 10012	1066 Wisconsin Avenue NW Washington, DC 20007
1007 N. Rush St. Chicago, IL 60611	630 Old Country Roosevelt FLD Garden City, NY 11530
675 Ponce De Leon Avenue Atlanta, GA 30308	1372 Broadway New York, NY 10018
8687 N. Central Expressway Northpark Ctr. Dallas Dallas, TX 75225	350 Fifth Ave, Empire State Building New York, NY 10118
1333 Broadway New York, NY 10018	4620 Grandover Parkway Greensboro, NC 27407
1600 Division Road West Warwick, RI 02893	965 Madison Avenue New York, NY 10021
24 Applegate Dr., NE Business Park Robbinsville, NJ 08691	208 Hartmann Dr. Lebanon, TN 37087
1500 N. El Centro Ave Los Angeles, CA 90028	

**OMNIBUS BOARD MINUTES
AUTHORIZING CHAPTER 11 FILING**

[see attached]

**MINUTES OF THE BOARD OF DIRECTORS OF EACH ENTITY SET FORTH ON
SCHEDULE I ATTACHED HERETO**

July 28, 2021

WHEREAS, on April 30, 2021, pursuant to Section 141(c) of the Delaware General Corporation Law and Article III, Section 13 of the bylaws of GBG USA Inc. (“**GBG USA**”), the board of directors (the “**Board**”) of GBG USA Inc. established a special committee of independent directors (the “**Special Committee**”) to assist the Board in addressing issues related to the financial restructuring of each entity set forth on **Schedule I** attached hereto (each, a “**Company**” and collectively, the “**Companies**”), including, but not limited to, filing for bankruptcy under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), and implementing all related actions in connection thereto;

WHEREAS, as a result of the financial condition of the Companies, GBG USA engaged counsel and financial advisors to provide advice to the board of directors, members, manager, managing member, general partner or similar governing body of each of the Companies (each, the “**Governing Body**”) regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Special Committee, following consultation with management and advisors, unanimously approved entry into, and performance under the transactions relating to the matters contemplated by the following resolutions;

WHEREAS, the Board has had the opportunity to consult with the Special Committee and fully consider each of the strategic alternatives available to the Company;

WHEREAS, each Governing Body, after having reviewed and considered the options available to each Company, having consulted its counsel and financial advisors and having received the recommendation of the Special Committee, has determined that, in its judgment, it is advisable and in the best interests of each Company, its creditors, equity holders, employees and other interested parties that each Company voluntarily files a petition (the “**Petition**” and, such cases, the “**Bankruptcy Cases**”) for relief under the Bankruptcy Code;

WHEREAS, in support of the Bankruptcy Cases, each Company intends to enter into (i) that certain Debtor-in-Possession Credit Agreement (the “**DIP Credit Agreement**”), by and among GBG USA, as borrower, certain other Companies, as guarantors, the lenders from time to time party thereto and ReStore Capital, LLC, as administrative agent and as collateral agent (the “**DIP Agent**”), and (ii) that certain asset purchase agreement (the “**Stalking Horse Agreement**” and together with the DIP Credit Agreement, the “**Transaction Documents**”), by and among the Sellers (as such term is defined in the Stalking Horse Agreement) and Purchaser (as defined in the Stalking Horse Agreement), each substantially in the form previously presented to the Governing Body of each Company; and

WHEREAS, after consultation with its counsel and financial advisors and upon the recommendation of the Special Committee, each Governing Body believes that it is advisable and in the best interests of each Company to enter into, deliver and perform its obligations under the Transaction Documents.

NOW THEREFORE, it is hereby:

I. The Bankruptcy Cases

RESOLVED, that the filing by each Company of the Petition in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), be, and hereby is, authorized, approved, confirmed and adopted in all respects; and it is further

RESOLVED, that Mark Caldwell be, and hereby is, appointed, ratified and approved to serve as an authorized signatory of each Company for all purposes; and it is further

RESOLVED, that each of the officers of each Company, including any president, vice president, chief executive officer, chief financial officer, treasurer, or secretary (each of the foregoing, individually, an “**Authorized Officer**” and, together, the “**Authorized Officers**”) be and they hereby are authorized, empowered and directed to execute and file, or cause to be filed, the Petition on behalf of each Company in order to seek relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of each Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to accompany the Petition or seek entry of first day orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petition or the Bankruptcy Cases, with a view to the successful prosecution of such cases; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to employ the law firm of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue, New York, NY 10019, as bankruptcy counsel to render legal services to, and to represent, each Company in the Bankruptcy Cases and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to employ Ankura Consulting Group, LLC, located at 485 Lexington Avenue, New York, NY 10017, as restructuring advisor for each Company in connection with the Bankruptcy Cases, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to employ Ducera Partners LLC, located at 11 Times Square,

36th Floor, New York, NY 10036, as financial advisor for each Company in connection with the Bankruptcy Cases, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to employ Prime Clerk LLC, located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165 as claims, noticing, and solicitation agent for each Company in the Bankruptcy Cases, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to retain on behalf of each Company such other professionals and advisors as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to each Company in connection with the Bankruptcy Cases and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

II. The Transaction Documents

RESOLVED, that the form, terms and provisions of each Transaction Document (including the DIP Credit Agreement and the other Loan Documents (as hereinafter defined)), including, without limitation, any exhibits, appendices and schedules thereto, all transactions contemplated thereby and all actions taken by the Authorized Officer(s) in connection therewith be, and hereby are, authorized, approved and ratified in all respects with such modifications, changes, additions and deletions thereto as may be approved or deemed necessary, desirable, convenient, advisable or appropriate by an Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence of such approval, necessity, desirability, convenience, advisability or appropriateness; and it is further

RESOLVED, that the execution and delivery of each Transaction Document (including the DIP Credit Agreement and the other Loan Documents) and the performance by each Company of its obligations thereunder, including the granting, ratification or reaffirmation of any security interest, mortgage or lien, or the provision of any guarantee, as applicable, in each case, as contemplated by or in connection with the DIP Credit Agreement, the other Loan Documents and the other Transaction Documents, hereby are expressly authorized, adopted, confirmed, ratified and approved, and such approval is intended to and shall constitute all authorization and approval required by each Governing Body; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized to execute, deliver and perform, or cause to be executed, delivered and performed, as applicable from time to time, in the name of and on behalf of each Company, the DIP Credit Agreement and various other documents, agreements, instruments, questionnaires, papers or writings, as such Authorized Officer determines are necessary, convenient, advisable, appropriate or desirable to effect execution, delivery and performance of the DIP Credit Agreement and the transactions contemplated thereunder as intended by these resolutions, including but not limited to, any UCC financing statements and other instruments, stock powers, bond powers, unit powers, powers of attorney, side letters, notary letters, allonges, waivers, documents, certificates, consents,

assignments, notices, affidavits, certificates of officers (including secretary's certificates) and other certificates, control agreements, intellectual property grants, guarantees, pledge agreements and other pledge documents, security agreements and other security documents, ratification agreements and agreements contemplated thereby or executed and delivered in connection therewith (collectively, the "**Loan Documents**"), in each case, with such changes, additions, modifications, and terms as the Authorized Officer(s) executing the Loan Documents shall approve, with such Authorized Officer's execution thereof to be deemed conclusive evidence of such approval, and in each case and in connection therewith, with all amendments, amendments and restatements, supplements, renewals, extensions, modifications, substitutions and replacements thereof and each other agreement now existing or hereafter created providing collateral security for payment or performance of the obligations thereunder; and it is further

RESOLVED, that each of the Authorized Officers are hereby authorized, directed and empowered, for and on behalf of and in the name of each Company to assign, hypothecate, set over, grant security interests in or grant a continuing security interest in, mortgage or pledge any or all of the assets and properties of each Company, real, personal or mixed, tangible or intangible, now owned or hereafter acquired, and all proceeds of the foregoing, to the DIP Agent as security for the obligations under the DIP Credit Agreement and the other Loan Documents; and it is further

RESOLVED, that to the extent that the approval of each Company in its capacity as a stockholder, shareholder, equity holder, managing member, sole member, general partner, limited partner or member of any person is required for each Company or any such other person to execute, deliver and perform any of its obligations (including the grant of a lien on its assets) under the DIP Credit Agreement, or the other Loan Documents, the other Transaction Documents, each Company hereby consents thereto; and it is further

RESOLVED, that the Board, having reviewed the Stalking Horse Agreement, whereby the Sellers agree to sell the Acquired Assets (as defined in the Stalking Horse Agreement) under section 363 of the Bankruptcy Code (the "**Sale**"), subject to the terms and conditions set forth therein and the bidding procedures established by the Bankruptcy Court, hereby determine that the Sale and the other transactions contemplated by the Stalking Horse Agreement are advisable and in the best interests of the Sellers and their shareholders and other stakeholders; and it is further

RESOLVED, that the form, terms and provisions of (i) the Stalking Horse Agreement, substantially in the form presented to the Board, with such changes therein and additions thereto as the Authorized Officers executing the same shall approve, the execution thereof by an Authorized Officer to be deemed conclusive evidence of such approval, and (ii) the other sale documents including, without limitation, any exhibits, appendices and schedules thereto, all transactions contemplated thereby and all actions taken by the Authorized Officer in connection therewith be, and hereby are, authorized, approved and ratified in all respects with such modifications, changes, additions and deletions thereto as may be approved or deemed necessary, desirable, convenient, advisable or appropriate by an Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence of such approval, necessity, desirability, convenience, advisability or appropriateness; and it is further

RESOLVED, that the execution and delivery of the Stalking Horse Agreement and the other sale documents, and the performance by the Sellers of their obligations thereunder, hereby are expressly authorized, adopted, confirmed, ratified and approved, and such approval is intended to and shall constitute all authorization and approval required by the Board; and it is further

RESOLVED, that each of the Authorized Officers is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of any of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Officer(s) to be deemed conclusive evidence of the approval by each Company of the terms, provisions and conditions thereof; and it is further

RESOLVED, that any and all past actions heretofore lawfully taken by any Authorized Officer, or any other officers, directors, members or any authorized persons acting under similar authority, as the case may be, of each Company or any Governing Body of a Company, in the name and on behalf of each Company in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects; and it is further

III. Miscellaneous

RESOLVED, that each of the Authorized Officers is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of any of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Officer(s) to be deemed conclusive evidence of the approval by each Company of the terms, provisions and conditions thereof.

Dated: July 28, 2021
New York, New York

/s/ Robert K. Smits
Name: Robert K. Smits
Title: Executive Vice President and General
Counsel

Schedule I

GBG North America Holdings Co., Inc.
GBG USA Inc.
Jimlar Corporation
Homestead International Group Ltd.
IDS USA Inc.
MESH LLC
Frye Retail, LLC
Krasnow Enterprises, Inc.
Krasnow Enterprises Ltd.
Pacific Alliance USA, Inc.
GBG Spyder USA LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
 :
GBG USA Inc., et al.¹ : Case No. 21-_____ ()
 :
Debtors. : (Joint Administration Pending)
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 50 LARGEST UNSECURED CLAIMS**

Set forth below is the list of creditors that hold, based upon information presently available and belief, the fifty (50) largest unsecured claims (the “**Top 50 List**”) against GBG USA Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”). This list has been prepared based upon the books and records of the Debtors. The Top 50 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 50 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, including those creditors with a right to setoff under applicable law, unless the value of the collateral (or amount entitled to be offset) is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claims. The information presented in the Top 50 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation: (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff; or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

[List appears on next page]

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal taxpayer identification number are as follows: GBG USA Inc. (2467), Jimlar Corporation (8380), GBG North American Holdings Co., Inc. (5576), Homestead International Group Ltd. (0549), IDS USA Inc. (7194), MESH LLC (8424), Frye Retail, LLC (1352), Krasnow Enterprises, Inc. (0122), Krasnow Enterprises Ltd. (0001), Pacific Alliance USA, Inc. (0435), and GBG Spyder USA LLC (9108). The Debtors’ executive headquarters are located at 350 5th Avenue, 10th Floor, New York, NY 10118.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1 KR HOLLYWOOD, LLC C/O KILROY REALTY CORPORATION 12200 WEST OLYMPIC BLVD, SUITE 200 LOS ANGELES, CA 90064	Phone: 3104818400 Email: LPHILLIPS@KILROYREALTY.COM	Rent	C / U / D			Undetermined
2 KENNETH COLE PRODUCTIONS, INC. 1 HARMON PLAZA, SUITE 400 SECAUCUS, NY 07094	Phone: 2015838624 Email: SSANCHEZ@KENNETHCOLE.COM	Royalties				\$ 6,000,000.00
3 AUTHENTIC BRANDS GROUP, LLC 1411 BROADWAY, 4TH FLOOR NEW YORK, NY 10018-3460	Phone: Email: legaldept@abg-nyc.com	Royalties				3,561,713.01
4 ESRT 1333 BROADWAY, LLC 4 CHASE METROTECH CTR, RE#28628 7TH FLOOR EAST BROOKLYN, NY 11245	Phone: 2127363100 Email: GRICHARDS@EMPIRESTATEREALTYTRUST.COM	Rent				2,489,682.58
5 PPF RTL 113 SPRING STREET, LLC PO BOX 62013 NEW ORLEANS, LA 70162-2013	Contact: Morris Brown Phone: 212-204-3450 x202 Email: mbrown@centurionre.com	Rent				2,168,972.65
6 BRAND MATTER, LLC 1065 AVENUE OF THE AMERICAS, 30/F NEW YORK, NY 10018	Contact: CHARLIE BANG Email: cbang@sbg-ny.com	Royalties				1,997,412.04
7 144 5TH RETAIL, LLC 500 FIFTH AVENUE, 54TH FLOOR NEW YORK, NY 10110	Contact: Jeff Sutton Email: js@jeffsutton.com	Rent				1,511,066.68
8 PRISA LHC, LLC CN 4000, FORSGATE DRIVE PRLHC N.E. BUSINESS PARK I CRANBURY, NJ 08512	Contact: BORIS KAPLAN Phone: 7325212900 Email: bkaplan@matrixcompanies.com	Rent				1,437,953.00
9 NEWGLO ASSOCIATES 284, LLC 800 BOYLSTON STREET, SUITE 1300 C/O THE WILDER COMPANIES, LTD. BOSTON, MA 02199	Contact: Matthew K. Joyce Phone: 617-896-4924 Email: mjoyce@wilderco.com	Rent				1,405,979.08
10 WISCONSIN AVENUE HOLDINGS LLC 200 SUMMIT DRIVE, SUITE 210 BURLINGTON, MA 01803	Contact: 7813284325 Email: NBOUTHILLER@GOODWINPTNRS.COM	Rent				1,229,750.00
11 ROSS PROCUREMENT, INC. 5130 HACIENDA DRIVE DUBLIN, CA 94568	Contact: Arthur Cordaro Email: arthur.cordaro@chrc.com	Rent				1,143,054.83
12 TYSONS CORNER LLC 1961 CHAIN BRIDGE ROAD SUITE 105 MCLEAN, VA 22102-4501	Phone: 8668111095 Email: tysonscorner_ar@macerich.com	Rent				935,152.69
13 DAKINE IP HOLDINGS LP 50 WEST 57TH ST 5TH FLOOR NEW YORK, NY 10019	Contact: KEVIN MCNAMARA Phone: 6466617747 Email: kmcnamara@marqueebands.com	Royalties				860,000.00
14 NORTH PARK PARTNERS, LP PO BOX 226864 DALLAS, TX 75222-6864	Phone: 2143691234 Email: JTANZOLA@NORTH PARKCNTR.COM	Rent				676,395.99
15 SAP AMERICA INC P.O. BOX 7780-824024 PHILADELPHIA, PA 19182	Phone: 6508472663 Email: financeAR@SAP.com	It				569,164.22
16 SOUTHPARK MALL LIMITED PARTNERSHIP PO BOX 409276 ATLANTA, GA 30384-9276	Contact: Zoe Bogart Phone: 3176857292 Email: ZOE.BOGART@SIMON.COM	Rent				556,126.39
17 IBM CHINA / HONG KONG LIMITED 10/F, PCCW TOWER, TAIKOO PLACE HONG KONG, HONG KONG	Phone: 852-282-57418 Email: VCHAN@HK1.IBM.COM	It				503,500.00
18 KOURY VENTURES LP 2275 VANSTORY STREET, SUITE 200 GREENSBORO, NC 27403	Email: info@kourycorp.com	Rent				495,982.60
19 ROOSEVELT FIELD PO BOX 772854 CHICAGO, IL 60677-2854	Contact: Kevin Shrewsbury Email: kevin.shrewsbury@simon.com	Rent				494,724.87
20 THE MEDIA PROJECT LLC 46 BOUNTY STREET METUCHEN, NJ 08840	Email: EVANZ@THEMEDIAPROJECTAGENCY.COM	Trade Vendor				462,975.00
21 AETNA LIFE AND CASUALTY (BERMUDA) PO BOX 21673 CHICAGO, IL 60673-1216	Phone: 8602735636 Email: WARNERN@AETNA.COM	Benefits				450,685.22
22 RADIAL, INC. PO BOX 204113 DALLAS, TX 75320-4114	Phone: 5617375434 Email: THOMPSONL@RADIAL.COM	Trade Vendor				417,115.01
23 UNIVERSITY VILLAGE, LP PO BOX 24702 SEATTLE, WA 98124-0702	Phone: 2065230622 Email: CONTROLLER@UVILLAGE.COM	Rent				387,040.36
24 JAMESTOWN PCM MASTER TENANT, L.P. 675 PONCE DE LEON AVE. NE, STE 100 ATLANTA, GA 30308	Phone: 4049007900 Email: PCMMANAGEMENT@JAMESTOWNLP.COM	Rent				363,863.20
25 JLO HOLDING COMPANY, LLC. C/O MURPHY & KRESS, INC. 2401 MAIN STREET SANTA MONICA, CA 90405	Contact: Lisa Peier Phone: 310-804-2485 Email: lisa@jlopezent.com	Royalties				359,899.74
26 CITIBANK 388 GREENWICH STREET NEW YORK, NY 10013	Contact: Caroline Morgis Phone: 212-816-5312 Email: caroline.morgis@citi.com	Trade Vendor				309,429.20
27 SUZHOU HONGYANG TEXTILE NO.288 ZHENNAN EAST ROAD,ZHENZE SUZHOU, 100 215231 CHINA	Email: FIONA@JOINTEX.CN	Trade Vendor				308,313.25
28 BLUESTAR ALLIANCE LLC 240 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10016	Contact: Joseph Sutton Email: jsutton@bluestarall.com	Trade Vendor				300,000.00
29 CENTURYLINK PO BOX 1319 CHARLOTTE, NC 28201-1319	Email: NICOLAS.HENRY@CENTURYLINK.COM	Utilities				271,512.67
30 AREA TWELVE LLC 16 HIGHLAND AVENUE SEA CLIFF, NY 11579	Email: MICHAEL@AREATWELVE.COM	Trade Vendor				246,634.12
31 ALL SAINTS RETAIL LIMITED 6 CORBET PLACE, UNIT C15-C17 JACKS PLACE LONDON, E1 6NN GREAT BRITAIN	Phone: 2073928061 Email: ACCOUNTSRECEIVABLE@ALLSAINTS.COM	Royalties				244,783.21
32 FRITZ FARM RETAIL COMPANY LLC 2222 ARLINGTON AVENUE BIRMINGHAM, AL 35205	Email: JDRUM@BAYERPROPERTIES.COM	Rent				237,500.00
33 SOFTWAREONE HONG KONG LIMITED 7/F THE RAYS 71 HUNG TO ROAD KWUN TONG, HONG KONG	Contact: Kyvans Hon Email: kyvans.hon@softwareone.com	It				232,569.00
34 CROWELL & MORING LLP 590 MADISON AVENUE NEW YORK, NY 10022	Contact: Paul J. Pollock Phone: 212-895-4216 Email: ppollock@crowell.com	Trade Vendor				226,158.28
35 FEDEX PO BOX 7221 PASADENA, CA 91109-7321	Contact: Roseann Findesen Phone: 800-548-3020 Email: rtfindesen@fedex.com	Transportation And Logistics				222,735.40
36 C/O 35 EAST 75TH STREET CORP. PO BOX 350 EMERSON, NJ 07630	Contact: Kenia Encarnacion Phone: 2126928344 Email: kenia.encarnacion@climanpm.com	Rent				215,636.65
37 DOMAIN NORTHSIDE RETAIL PROPERTY 500 WEST 5TH STREET, SUITE 700 AUSTIN, TX 78701	Email: KSTAFFORD@ENDEAVOR-RE.COM	Rent				199,733.93
38 WINSTON SUPPORT SERVICES, LLC 122 EAST 42ND STREET, SUITE 320 NEW YORK, NY 10168	Contact: Ray McCourt Phone: 2126821056 Email: rmccourt@winstonstaffing.com	Trade Vendor				196,639.42

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
39 GRAJ AND GUSTAVSEN INC 210 FIFTH AVENUE SUITE 800 NEW YORK, NY 10010	Contact: Peter Hawkins Email: peterj@ggny.com	Trade Vendor				187,500.00
40 FILLMORE STREET ASSOCIATES, LLC 200 FILLMORE STREET, SUITE 400 DENVER, CO 80206	Contact: 3033215700 Email: JPETTYJOHN@WESTDEVGRP.COM	Rent				160,000.00
41 IPERS BREA GOLDEN STATE BUSINESS GOLDEN STATE BUSINESS PARK-5 PO BOX 6234 HICKSVILLE, NY 11802-6234	Contact: Linda Kight Email: linda.kight@transwestern.com	Rent				152,572.47
42 BROOKWOOD PROPERTIES HOLDINGS 138 CONANT STREET BEVERLY, MA 01915	Contact: 9787207500 Email: MABBOTT-WALSH@BROOKWOODFINANCIAL.COM	Rent				152,375.09
43 GOOGLE, INC. DEPT. 33654, PO BOX 39000 SAN FRANCISCO, CA 94139	Email: collections@google.com	Trade Vendor				143,310.53
44 PTC INC. 29896 NETWORK PLACE CHICAGO, IL 60673-1298	Email: ar-credit@ptc.com	It				142,280.40
45 EL TORO INTERACTIVE, LLC 2 UNIVERSITY PLAZA, SUITE 100 HACKENSACK, NJ 07601	Contact: Maria Ciminata Email: maria@acadaca.com	Trade Vendor				136,381.27
46 SUNGARD AVAILABILITY SERVICES, LP PO BOX 776896 CHICAGO, IL 60677-6896	Email: as.custserv@sungardas.com	It				135,840.00
47 PORT LOGISTICS GROUP 288 MAYO AVENUE CITY OF INDUSTRY, CA 91789	Contact: Joann Lombardi Phone: 9732491230 Email: joann.lombardi@whiplash.com	Transportation And Logistics				123,678.83
48 IBM CREDIT LLC PO BOX 643600 PITTSBURGH, PA 15264-3600	Email: ASKUSAR@CA.IBM.COM	Trade Vendor				122,751.50
49 VERIZON WIRELESS PO BOX 660108 DALLAS, TX 75266-0108	Contact: Rupert Jones Email: rupert.jones@verizonwireless.com	Utilities				111,534.43
50 NUORDER INC. SUITE 175M 1901 AVENUE OF THE STARS LOS ANGELES, CA 90067	Contact: Grace Phan Phone: 3109519631 Email: GRACE.PHAN@NUORDER.COM	Trade Vendor				111,000.00

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
 :
GBG USA Inc. : Case No. 21-_____ ()
 :
Debtor. : (Joint Administration Pending)
-----X

**LIST OF EQUITY HOLDERS AND CORPORATE OWNERSHIP
STATEMENT OF GBG USA INC. PURSUANT TO
BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

GBG USA Inc. is a wholly-owned subsidiary of GBG North America Holdings Co., Inc., which is a wholly-owned subsidiary of GBG International Holding Company Limited, which is a wholly-owned subsidiary of Global Brands (Hong Kong) Limited, which is a wholly-owned subsidiary of GBG International Holding Limited, which is a wholly-owned subsidiary of Global Brands Group Holding Limited.

Fill in this information to identify the case and this filing:

Debtor Name GBG USA Inc.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): 21-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: List of Equity Holders and Corporate Ownership Statement Pursuant to Bankruptcy Rules 1007(a)(3) and 7007.1

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 7/29/2021
MM / DD / YYYY

/s/ Mark Caldwell
Signature of individual signing on behalf of debtor

Mark Caldwell
Printed name

Chief Financial Officer
Position or relationship to debtor